



May 9, 2007

TO: Transportation Authority of Marin Executive Committee

FROM: Dianne Steinhauser, Executive Director

THROUGH: Bill Gamlen, Manager for Project Delivery

RE: Marin-Sonoma Narrows MOU with Caltrans, Agenda Item 11

Dear Commissioners:

Executive Summary

Over the past eighteen months, TAM staff has been working in cooperation with Caltrans District 4 and the Sonoma County Transportation Authority (SCTA) to develop a Memorandum of Understanding (MOU) that will guide our joint efforts to implement the Marin Sonoma Narrows (MSN) Project. The intent of the MOU is to define how the three agencies will work together in cooperation to successfully deliver the MSN Project. It constitutes a guide to the intentions and strategies of the parties involved and provides the overall framework, including outlining their respective roles, responsibilities and general funding strategy for the MSN Project.

Now that the Narrows has received a substantial commitment of funding from the Infrastructure Bond's Corridor Mobility Improvement Account, the agencies are seeking to approve the MOU and quickly followup with a Cooperative Agreement that will authorize TAM to begin design efforts on the corridor for projects in Marin County, once environmental work is substantially complete.

Recommendation: That the Executive Committee recommend that the Board authorize the Executive Director to enter into a Memorandum of Understanding (MOU) with Caltrans and SCTA on the roles and responsibilities for each of the three key stakeholders, TAM, SCTA and Caltrans for the implementation of the Marin-Sonoma Narrows (MSN) Project.

Background

The Narrows on State Highway 101 (SR 101) is a nationally and regionally significant highway linking the San Francisco Bay Area and Oregon and is the only continuous north/south route through Marin and Sonoma Counties. The State has designated the Narrows as an inter-regional route of significance, and the MSN Project is listed as a Focus Route in California's 1998 Interregional Transportation Strategic Plan. As a result of these designations the MSN Project has been the recipient of state discretionary funding on four separate occasions. The MSN

Project is also included in the 2005 Regional Transportation Plan and the 2002 Key Transportation Corridors in the Bay Area Region.

The existing SR 101 has two lanes in each direction, has sections that do not meet current freeway standards and consistently maintains a poor level of service in many sections. This MSN Project will widen approximately 17 miles of SR 101 from four to six lanes by adding one high occupancy vehicle (HOV) lane in each direction and upgrading the highway to current freeway standards from Route 37 in Novato (Marin County) to Old Redwood Highway in Petaluma (Sonoma County). It is part of the overall regional plan to provide continuous HOV lanes through Marin and Sonoma Counties.

The MSN Project area is divided into a number of independent projects. These independent projects have been combined into a single study area for a comprehensive Environmental Impact Statement/Environmental Impact Report (EIS/EIR). The environmental document is currently under development and expected to be release for public comment in June 2007. It is planned that the document will be finalized by July 2008. The development of Plans, Specifications, and Estimate (PS&E) may be led any of the three participants. Both TAM and SCTA have expressed interest in leading PS&E efforts for projects within their respective jurisdictions.

In February 2007, Marin County received \$82.4 Million in Corridor Mobility Improvement Account (CMIA) funds for the MSN Project. While the CMIA funding is not sufficient to construct the entire \$600 Million plus project, it provides approximately \$200 Million when combined with previously committed funding from federal, regional and local sources. Thus, the three agencies desire to expeditiously advance the project in order to adhere to CMIA funding guidelines and time frames.

The attached MOU defines the MSN Project; establishes a project delivery organization by defining the approach, roles and responsibilities; addresses project funding; and establishes a process for resolving issues.

The MOU establishes an Executive Committee to provide direction and overall oversight of the project. The Executive Committee is made up of the Executive Directors from TAM and SCTA and the District Director for Caltrans District 4, thus providing each agency an equal voice in implementing the project. The Executive Committee oversees the Project Leadership Team (PLT), which will oversee the Corridor Project Manager in delivering the project within scope, schedule and budget and provide the EC with recommendations for those items requiring EC approval per the MOU and subsequent Cooperative Agreements. The PLT is made up of appointed representatives of each of the three agencies. The Executive Committee will designate a Corridor Project Manager whose overall responsibility is to successfully deliver the project. The Corridor Project Manager will oversee various individual project managers who will be developing individual segments or phases.

The MOU broadly addresses funding by stating that the three agencies jointly intend to fund the project and that they will jointly request Interregional Transportation Improvement Program (ITIP) Funding. In addition, TAM and SCTA agree to assign Regional Transportation Improvement Program (RTIP) and other local funding for the project. The Project Executive Committee must approve changes in the use of funds committed to the project prior to requesting an allocation of such funds from the responsible Boards, the Metropolitan Transportation Commission (MTC), the California Transportation Commission (CTC), Caltrans or other funding agency. Detailed

financial information is intended to be discussed in cooperative agreements that shall be specific for a particular segment or phase of the Project.

Finally, the MOU establishes a process for resolving project issues. Essentially, each organizational level as discussed above brings an issue if it arises to the body overseeing it for resolution. The Executive Committee is the body to provide final issue resolution if resolution can not be determined at a lower level. An organization chart is included in the MOU to clearly define each level of leadership in the project management structure.

Recommendation: Staff recommends authorizing the Executive Director to enter into the attached MOU with SCTA and Caltrans for the implementation of the MSN Project.

Attachment: Marin-Sonoma Narrow Project MOU

DRAFT
MEMORANDUM OF UNDERSTANDING
FOR THE MARIN-SONOMA NARROWS PROJECT
Between
California Department of Transportation,
the Sonoma County Transportation Authority
and the
Transportation Authority of Marin
April 26, 2007

I. INTENT

This Memorandum of Understanding (MOU), entered into effect on _____, between the State of California, Department of Transportation (Department), the Sonoma County Transportation Authority (SCTA), and the Transportation Authority of Marin (TAM) constitutes solely a guide to the respective intentions and policies of the parties involved for the Marin Sonoma Narrows (MSN) Project, herein called PROJECT. It is not intended to authorize funding or project effort nor is it a legally binding contract. Funding commitments providing for the deposit of funds for specific work phases or project effort committing resources will be covered by one or more separate cooperative agreements as may be outlined herein.

The intent of this MOU is to define how the three agencies will work together in cooperation to successfully deliver the PROJECT. It constitutes a guide to the intentions and strategies of the parties involved and provides the overall framework, including outlining their respective roles, responsibilities and funding strategy for the PROJECT.

This MOU covers project development activities, including the environmental document, preparing the Plans, Specification and Estimate (PS&E), completing right-of-way acquisition and concluding with construction. Department, SCTA and TAM will work cooperatively, using staff, consultants and resources interchangeably, as part of the Project Team in a commitment to deliver the PROJECT. Cooperative agreements will be required for each specific phase of work requiring the expenditure of funds and/or staff services provided by Department, SCTA, and TAM.

II. PROJECT DESCRIPTION

The Narrows on State Highway 101 (SR 101) is a nationally and regionally significant highway linking the San Francisco Bay Area and Oregon and is the only continuous north/south route through Marin and Sonoma Counties. The State has designated the Narrows as an inter-regional route of significance, and the PROJECT is listed as a Focus Route in California's 1998 Interregional Transportation Strategic Plan. As a result of these designations the PROJECT

has been the recipient of state discretionary funding on four separate occasions. The PROJECT is also included in the 2005 Regional Transportation Plan and the 2002 Key Transportation Corridors in the Bay Area Region.

The existing SR 101 has two lanes in each direction, has sections that do not meet current freeway standards and consistently maintains a poor level of service in many sections. This PROJECT will widen approximately 17 miles of SR 101 from four to six lanes by adding one high occupancy vehicle (HOV) lane in each direction and upgrading the highway to current standards from Route 37 in Novato (Marin County) to Old Redwood Highway in Petaluma (Sonoma County). It is part of the overall regional plan to provide continuous HOV lanes through Marin and Sonoma Counties.

The PROJECT area is divided into a number of independent projects. These independent projects have been combined into a single study area for a comprehensive Environmental Impact Statement/Environmental Impact Report (EIS/EIR). The environmental document is currently under development and has the following key milestone dates:

Draft Environmental Document – June 2007

Environmental Document – July 2008

III. GENERAL

The key PROJECT tasks, detailed in Appendix A, may be modified by written recommendation of the Project Leadership Team, with the approval of the Executive Committee, without formally amending this MOU.

Department, SCTA, or TAM may arrange for consultant services to perform the key project tasks described in attached Appendix A.

Since the constructed PROJECT will be owned and operated by the Department, PROJECT must conform to Department design, construction standards and requirements.

All cooperative efforts and reviews through completion of PROJECT construction are intended to deliver the PROJECT as a collaborative team comprised of Department, TAM, SCTA and consultant staff in a manner similar to that employed by Department to deliver its own projects, thus minimizing standard Department oversight activities.

The mix of staff assigned to each independent project within PROJECT may come from different sources. The primary sources will be Department staff and consultants provided by SCTA and TAM and will be incorporated into the Project Staffing Plans, which are an element of the Work Plan. No work shall be

performed nor expenditures incurred without the recommendation of the Corridor Project Manager and approval of the Project Leadership Team.

IV. PROJECT DELIVERY ORGANIZATION – APPROACH, ROLES, RESPONSIBILITIES

The development activities required for completion of PROJECT include finalizing the environmental document and approval, PS&E, right-of-way and construction. Listed below are the development activities and general areas of responsibility for each agency. Key project tasks are shown on the attached Appendix A.

The Department is the lead for the preparation of the EIR/EIS, which is currently under development.

For each subsequent PROJECT phase, the Executive Committee will determine the lead agency for the development activities, and the necessary support resources as determined and agreed to by the three agencies.

Development activities include:

- Preparing Plans, Specifications & Estimate
- Obtaining Required Permitting
- Right of Way Engineering, Acquisition and Utilities
- Bid Advertisement, Award, and Approval
- Construction

The organizational structure for Project Management is shown on the attached Appendix C and defined below.

TAM & SCTA Board of Directors

Role: The TAM and SCTA Boards of Directors govern their respective agencies. They will provide guidance and direction and make policy decisions as it relates to that agency and the PROJECT.

Responsibilities: Each Board will approve policy or proposed funding actions affecting the agency it governs as it relates to the PROJECT. Each Board reserves the right to use a policy or technical advisory entity to advise the Board on PROJECT issues or elements.

Executive Committee (EC)

Role: The Executive Committee will provide PROJECT guidance and issue PROJECT specific policies or policy determinations related to each PROJECT phase. It will hold the Project Leadership Team accountable for delivering the PROJECT phases by approving annual Work Plans and scope, schedule and/or cost changes beyond the limits previously approved.

Members:

- Department's District 4 Director
- Executive Director of SCTA
- Executive Director of TAM

Responsibilities:

- Consult on designation of the Corridor Project Manager and Project Managers.
- Provide the Project Management Team and other project staff necessary feedback related to the PROJECT
- Approve project scope, schedule and budget
- Agree on funding plan for each project phase
- Oversee overall PROJECT progress
- Approve Project Staffing Plans, including the use of consultants
- Approve changes to the approved PROJECT scope, schedule and budget beyond the approved scope and budget contingency
- Determine how and when to brief the SCTA and TAM Boards, CTC and other governmental agencies.
- Serve as the third and final level of review for unresolved PROJECT issues (such issues may be within or between task teams and members and/or the agencies).

Meetings:

- Once per quarter or as needed.

Project Leadership Team (PLT)

Role: This team reports to the EC and provides direct agency support and input to the PROJECT. The EC shall appoint the PLT members and includes a designated representative from SCTA, TAM and Department. The PLT will oversee the Corridor Project Manager in delivering PROJECT within scope, schedule and budget and provide the EC with recommendations for those items requiring EC approval per this MOU and subsequent Cooperative Agreements.

Members:

- Designated appointees from the three agencies.

Responsibilities:

- Recommend changes to the PROJECT scope, schedule and/or budget to the EC
- Monitor and review the progress of PROJECT
- Provide direction on issues as requested by the Corridor Project Manager
- Concur on the draft Project Staffing Plan including the use of consultants
- Recommend the award of consultant contracts as submitted by the Corridor Project Manager and Project Manager

- Concur w/appointments of the Task Managers based upon the recommendations from the Project Manager and the Corridor Project Manager
- Member of Project Development Team (PDT) for independent projects
- Serve as the second level of review for disputes

Meetings:

- Attend meetings of the EC and Project Leadership Team, PDT and other PROJECT meetings as needed.

Corridor Project Manager

Role: The Executive Committee shall designate a Corridor Project Manager, who shall be a Department employee and whose overall responsibility is to deliver the PROJECT. The Corridor Project Manager will oversee and coordinate the efforts of the various Project Managers in delivering each independent project within scope, schedule and budget and will provide the EC with recommendations for those items requiring their approval.

Responsibilities:

The Corridor Project Manager's duties are defined in Appendix C.

Meetings:

- Attend PDT and other project meetings as needed.

Project Manager

Role: A Project Manager can be an employee or agent of any of the three agencies. The Project Manager reports to the Corridor Project Manager, is responsible for supervising the Task Managers and manages the delivery of an independent project.

Responsibilities:

-

The Project Manager's duties are defined in Appendix C.

Meetings:

- Attend PDT and other project meetings as needed.

Task Manager

Role: May be either a Department Engineer/Planner or a SCTA or TAM consultant with the necessary qualifications to perform tasks such as PS&E, public relations, right-of-way, construction, project management etc.

Responsibilities:

- Delivery of the assigned scope of work within scope, schedule and both support and capital budgets
- Communicate with their Project Managers about progress and possible changes
- Identify any policy changes or functional area directives that will impact the Project and proceed once direction is received from the Project Manager
- Ensure that the Quality Control actions are taking place within the Task work
- Each Task Manager will be responsible for the expenditures and performance on their assigned task

V. PROJECT FUNDING

TAM, SCTA and Department intend to jointly fund PROJECT phases on the MSN in conjunction with the MTC and CTC. The three agencies will continue to seek additional funding in a cooperative manner. The three agencies have provided STIP resources and sought federal earmarks for the PROJECT. The three agencies will continue to seek additional funding in a cooperative manner on an on-going basis.

TAM and SCTA have been advised that the California Transportation Commission (CTC) is encouraging cooperation between counties with Department in the development of priorities related to the programming of State Transportation Improvement Program (STIP) funds for highway projects.

Under this MOU, TAM and SCTA agree to pool Regional Transportation Improvement Program (RTIP) funds (county shares) and other local funds for the purpose of jointly sponsoring independent projects.

TAM, SCTA and Department will jointly request that the CTC commit Interregional Transportation Improvement Program (ITIP) funding toward the joint sponsored PROJECT and independent projects throughout the upcoming STIP cycles.

TAM, SCTA and Department agree to meet and confer upon the request of any party to this MOU to discuss proposed changes to scope, limits, cost and/or schedule. TAM, SCTA and the Department agree to not change scope, limits, cost and/or schedule without the mutual consent of all parties to the MOU.

The Executive Committee must approve changes in the use of funds prior to requesting an allocation of such funds from the responsible Boards, MTC, CTC, Department and/or Agency.

Proposed PROJECT Funding

The three agencies understand that PROJECT funding is dynamic and may change throughout the life of the PROJECT. Individual funding plans will be developed for PROJECT phases as part of the work plan or as needed for funding cycles and funding opportunities.

VI. ISSUE RESOLUTION

As issues arise in the PROJECT life-cycle, time is of the essence and they need to be resolved as diligently as possible. To this end, a process has been built into the responsibilities described in this MOU.

Issues will arise in the midst of the Task Teams and Project Management effort to develop the PROJECT. Many of these issues can be resolved within these teams, especially those that do not change the scope of the PROJECT, require additional budget and that do not delay the approved schedule. The Corridor Project Manager shall be the first level of review of the issues, which these teams cannot resolve. If the Corridor Project Manager is unable to resolve the issue it will be elevated as follows:

Second-level of review and resolution: the Project Leadership Team will review the issue, the options for resolution, the pros and cons to each option, and any advocate's reasons in support of specific options. Provided the resolution falls within the available PROJECT contingency, then the Project Leadership Team should determine the outcome. If the Project Leadership Team either does not have sufficient authority to resolve the issue or is unable to agree, then they will elevate the issue resolution after a maximum of two meetings (an initial meeting to hear the issue, and, if necessary, a second meeting to hear any additional information requested during the first meeting). The Project Leadership Team will keep the Executive Committee informed of issue resolution.

Third-level (and final) review and resolution: the Executive Committee will review the issue, the options for resolution, the pros and cons to each option, and the advocate's reasons in support of specific options. Provided the resolution falls within the authority granted the Executive Committee, then they will determine the outcome. If, for some reason, the issue cannot be fully resolved without approval from the agency board then the Executive Committee will direct preparation of agenda items for any required action needed to ratify their agreed upon solution.

In the event that the Department believes that the implementation of a PROJECT proposal may adversely affect:

- i. The safety of the traveling public or Department employees,

- ii. Future Department liability as respects operations and maintenance of the completed PROJECT facility,
- iii. Future operations and maintenance costs of the constructed PROJECT facilities, and
- iv. Future statutory obligations of the Department that may arise during the development of the PROJECT and pertain to either the new or existing facility but are not yet identifiable at this time,

The Department expressly reserves the right to exercise its sovereign, constitutional and statutory police powers to direct the implementation of the appropriate responses to such issues affecting the PROJECT until it is complete and operational.

_____ District Director	_____ Date
Department of Transportation	

_____ Executive Director	_____ Date
Sonoma County Transportation Authority	

_____ Executive Director	_____ Date
Transportation Authority of Marin	

Appendix A

Key Project Tasks Grouped by Project Discipline

Work Plan

- In the last quarter of each calendar year, an annual Work Plan will be developed by the Project Leadership Team and Corridor Project Manager and approved by the Executive Committee.
- Work Plans shall remain flexible to adapt to changing resources and funding.

Project Estimate

- In the last quarter of each calendar year, the Project Leadership Team will produce a PROJECT estimate update to serve as the basis of any budgetary changes.
- Throughout the year following each estimate update, any scope or cost impacts should be immediately reflected on a revised estimate and reported to the Executive Committee.

Environmental Approval

- Obtain Base Maps
- Prepare various studies
- Complete traffic forecast
- Provide traffic analysis of alternatives
- Evaluate Alternatives
- Prepare Environmental Assessment
- Recommend Preferred Alternative

Roadway Design

- Develop preliminary design and produce an approved Project Report
- Produce a biddable and buildable PS&E

Structure Design

- Conduct Geotechnical Investigation
- Produce a complete structure PS&E

Right of Way

- Provide mapping, appraisal, acquisition, encroachment permits, temporary construction easements, utility verification and relocation, etc.
- Certify the Project

Public Relations

- Develop a public relations/outreach plan
- Communicate with all stakeholders
- Prepare exhibits and presentations for use in internal and external meetings
- Ensure that a public information/outreach program for the PROJECT be coordinated and implemented.

Aesthetics

- With input from the local agencies and communities, the Project Leadership Team and Corridor Project Manager will ensure a coordinated approach for the aesthetics for the PROJECT, particularly for new soundwalls and structures.

Project Controls

- Develop budget and schedule to complete the work down to the task level
- Monitor progress, cost performance and schedule
- Develop internal PROJECT change control procedures
- Identify problem areas and recommend solutions
- Compile the Task plans from each of the Task Managers
- Produce the Project Staffing Plan for each independent project
- Develop and maintain organization, project procedures and budget, securing necessary approvals as required for each independent project
- Develop options available to the participating agencies to finance the design and construction of the independent project

Construction Administration

- Complete independent project review
- Advertise, award and approve contract
- Administer contract and close out contract, including the settlement of all claims

Quality Control and Assurance (QC/QA)

- The Quality Assurance Plan will be developed by the Project Management Team and approved by the Corridor Project Manager.
- The PLT will provide concurrence as part of their approval of the Annual Work Plan.

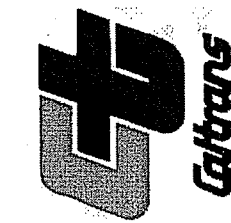
Appendix B Organization Chart

EXHIBIT B – ORG CHART

TAM/SCTA BOARD



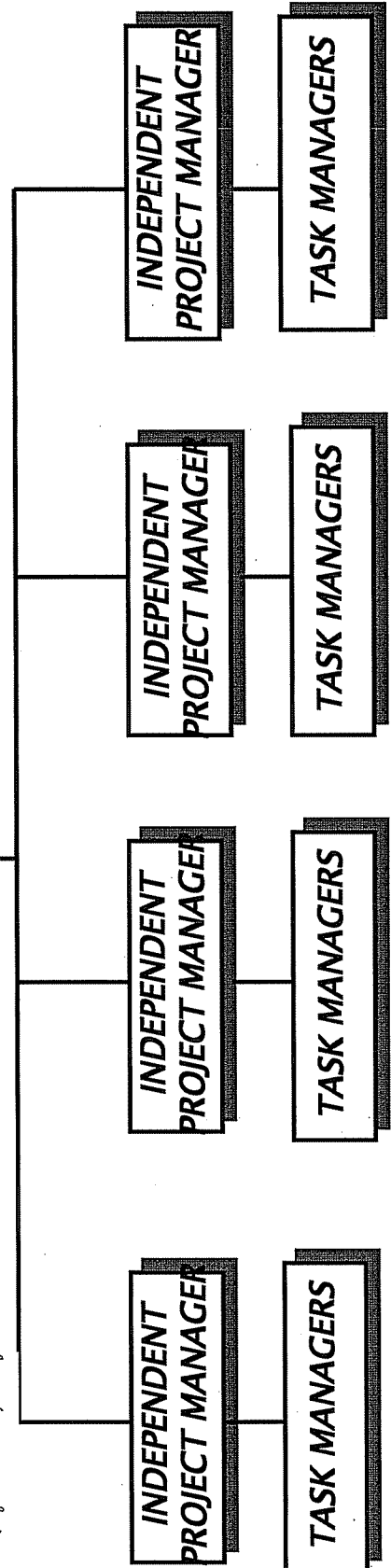
EXECUTIVE STEERING COMMITTEE



PROJECT LEADERSHIP TEAM



CORRIDOR PROJECT MANAGER



Appendix C

Project and Corridor Project Manager Responsibilities

1. DEVELOP ORGANIZATION AND PROCEDURES

- Recommend Approval of the Task Managers (a Task Manager may be a consultant)
- Recommend the extent to which consultant support is necessary and make recommendations to the Project Leadership Team on consultant selection
- Provide vision for the entire Project Team
- Make sure that teamwork is occurring within the Discipline and Task Teams
- Develop the Project Work Plan and Staffing Plan, including a project organization chart for approval for each independent project
- Lead the development and implement the Project Control procedures
- Develop a documented Project scope of work
- Process and make recommendations for changes in scope, schedule and budget

2. COMMUNICATION PLAN

- Prepare and distribute agendas, minutes and reports for various project meetings
- Establish and operate a document/correspondence management and distribution system
- Manage the public relations plan for the PROJECT
- Oversee the preparation of necessary exhibits
- Make presentations on behalf of the PROJECT
- Make certain that agendas for public, inter-agency and PROJECT meetings are prepared and distributed
- Make certain that meeting places are arranged and that necessary equipment is available
- Assist Executive Committee in public hearings
- Prepare quarterly progress reports for the Executive Committee, TAM and SCTA Boards
- Make annual and as needed reports and presentations to the CTC, the SCTA and TAM Board, and other governmental agencies
- Prepare media releases

3. BUDGET CONTROL

- Develop a funding plan for the PROJECT and/or independent projects
- Oversee the annual compilation of the complete PROJECT and independent project estimate
- Lead the creation of the PROJECT and independent project budget down to the Task Level
- Review and approve the proposed Task budgets
- Monitor PROJECT and independent project expenditures at the Task Level
- Prepare a quarterly financial report showing the current approved budget and expenditures to date by fund source, and expected expenditures in the future.

- Report to the Executive Committee on PROJECT and independent project financial status
- Recommend approval of any scope changes that are beyond the approved budget and independent project contingency to the Executive Committee

4. SCHEDULE CONTROL

- Oversee the development and approve the PROJECT and independent project schedules
- Review the Task schedules
- Monitor overall PROJECT and independent project schedules
- Implement methods to keep PROJECT and independent projects on schedule
- Provide necessary direction to the PROJECT Scheduler
- Report to the Executive Committee on PROJECT and independent project progress
- Develop quarterly reports on progress and percent complete

5. INTER-AGENCY COORDINATION

- Carry out communication per the Communication Plan
- Assure information moves agency to agency
- Monitor agency activities

6. QUALITY ASSURANCE

- Ensure consistency between independent projects
- Hold the Task Team members accountable for implementing the QA plan

7. TECHNICAL COORDINATION

- Recommend selection of consultants along with other interview panel members
- Direct the development of Task Orders
- Coordinate technical activities performed by the Task Teams

8. LEGAL REQUIREMENTS

- Develop format for RFPs and technical agreements
- Confirm that terms of agreements and contracts accomplish the purposes for which they are created

9. CONTRACT ADMINISTRATION

- Provide overall coordination and management as assigned by the Cooperative Agreements
- Monitor progress on the contracts based upon information compiled by the Project Controls staff
- Approve changes to the PROJECT scope, schedule and budget that remain within the approved scope and budget contingency within a specific PROJECT phase
- Review and recommend payment of invoices

10. AESTHETICS

- Coordinate aesthetics for the PROJECT

11. RISK MANAGEMENT

- Identify potential risk issues.
- Minimize scope, cost and schedule changes
- Develop contingency plans for scope, cost and schedule changes